

HM #28 - "To Walk With Dragons"
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INT. MAA'S WORKSHOP BASEMENT ASSEMBLY FACTORY - DAY

<<NOTE: MAA has a basement factory under his workshop -- it's huge, sprawling, allows him to build fleets of vehicles. Think: assembly line factory -- Eternian style. It's got catwalks, huge pieces of equipment, vehicle chassis in all stages of construction. There are circular metal stairways leading down from the workshop above, like in a submarine.>>

A HUGE ROBOT WORKER carrying a piece of engine machinery flies past CAMERA in f.g., then REVEAL WIDE SHOT OF MAA's BASEMENT FACTORY WORKSHOP -- where a vast array of vehicles -- chassis and guts exposed -- are being built. Hovering and lumbering ROBOT WORKERS using "welding"-type rays, using Eternian hammer and ratchet type tools, others carrying pieces of equipment here and there. We see RAM MAN using his head to ram the sides of vehicles into place, as the part is lowered down from a conveyor belt onto a waiting chassis -- ala an auto assembly line. MAN E MONSTER passes thru carrying a large vehicle chassis.

NEW ANGLE - MAA moves thru quickly, like a man on a mission, indicates to a huge ROBOT WORKER to go a certain way with a piece of equipment.

Man at arms
Chassis Bay 11.

LOW ANGLE - RAM MAN sits down at his post, where we just saw him ramming parts into place, his back leaned against a half-built chassis. He hungrily unwraps a GIANT DRUMSTICK. MAA'S LEGS come into shot.

Man AT ARMS (cont'd)
What are you doing, Ram Man?

Ram man
Takin' a little break. Haven't eaten
all--

UP ANGLE ON MAA - stern, on edge. In the b.g We see TEELA accompanying RANDOR -- as ADAM and a hovering ORKO follow behind -- climbing down a circular stairway as they enter the workshop and overhear.

Man AT ARMS
(cuts in, testy) You can be certain
our *enemies* aren't taking breaks.
(softening) Please -- eat while you
work.

MAA turns away from RAM MAN to direct another ROBO-WORKER, as a concerned RANDOR comes up behind MAA and clamps a hand on his shoulder.

Randor
(gently) You're still not dwelling
on Skeletor's near-victory, are you
Duncan?

MAA - a flicker of defeat passes thru his eyes, replaced by steely resolve.

Man at arms
I'm dwelling on one thing only: we
have less than a day before you
convene the new council of Eternia.

MAA indicates the vehicles being built in the b.g.

Man at arms
These additional vehicles are needed
for patrols, to provide security for
you and the council members.

MAA heads OS -- it's clear that he feels a great weight of responsibility on him. TEELA comes up beside RANDOR.

Teela
He hasn't slept in two nights.

RANDOR nods, concerned. ADAM walks in, having overheard, then walks off yawning.

Adam
(dismissive) Sleep. Highly
overrated. Well <YAWNS> ...I'm going
to take a nap.

TEELA and RANDOR share an incredulous look.

EXT. SNAKE MOUNTAIN - same time

PUSHING IN, as we hear:

Skeletor (OS)
So Randor is forming a new council?

INT. Snake MOUNTAIN - CONT.

OTS SKELETOR upon his throne. EVIL-LYN stands before him. TRIKLOPS, BEASTMAN, TRAPJAW and CLAWFUL are there as well.

Evil-lyn
Mm-hm...Even as we speak
representatives from the far corners
of Eternia are heading for the Royal
Palace.

SKELETOR climbs down off his throne and paces.

Skeletor
Should this Council prove a success,
Randor will have an even stronger
power base, be that much more
difficult to thwart.

CLOSER - ON SKELETOR - calculating.

Skeletor
Worse, he will gain a psychological
advantage at a time when he should
be choking on the taste of his
recent defeat!

Evil-lyn
You're thinking of crashing their
little party, aren't you?

ON SKELETOR - smiles cunningly.

SkeletOR
Crashing, smashing...and
obliterating.

SKELETOR turns to Trikllops.

Skeletor
Tri-klops, send a-

TRI-KLOPS interrupts, smirking proudly.

Tri-klops
--I've already got it covered.

EXT. PALACE - later

A DOOMSEEKER - coming AT CAMERA. Then reveal it's doing
reconnaissance around the palace.

ON THE GROUND - A KULATAK CONVOY is arriving at the palace.
<<DESIGN NOTE: some kinda cool vehicles/creatures the ice-
dwelling Kulataks would travel in.>>

PAN UP TO MARLENA - looking down from the balcony.

Marlena

You're troubled.

Marlena

The dignitaries are starting to arrive.

MARLENA turns to...RANDOR who is also on the balcony, but gazing out to the horizon -- his brow furrowed in thought.

RANDOR - as MARLENA steps closer -- he has a lot on his mind.

Randor

This Council is the best chance we have to stem Skeletor's reign of evil. And for that very reason, I sense he will do everything in his power to sabotage it.

INT. SNAKE MOUNTAIN - DAY

ON DOOMSEEKER SCREEN - we see thru the window of a Palace Tower. PALACE SERVANTS arranging chairs, bringing in food.

Triklops (OS)

Looks like it's gonna be held in the high tower of the palace.

REVEAL SKELETOR & TRI KLOPS watching the SCREEN. In the b.g are EVIL-LYN, TRAPJAW and BEASTMAN. NEW DOOMSEEKER SHOT -- lots of ROYAL GUARDS and BATTLETANKS standing guard around perimeter of the palace. TRIKLOPS shakes his head, glumly.

Triklops

We'll never get to them.

SKELETOR turns away from the projection.

Skeletor

Not by ground attack. Air attack, on the other hand...

BEASTMAN - gets an idea.

BEASTMAN

Oh! I got just whatcha need!

BEASTMAN indicates for them to follow. EVIL-LYN rolls her eyes.

INT. BEASTMAN'S MENAGERIE - SECONDS LATER

BEASTMAN - with a proud look in front of one of his cages.

INSIDE - A SERPINATAUR.

Beastman
Serpinataurs. They fly low 'n fast.
I give the order, a bunch of 'em
take out the tower.

SKELETOR - smiles at the creature, he likes the idea.

SKELETOR
Serpinataurs. Yes.

BEASTMAN smirks at EVIL-LYN, who comes up beside SKELETOR.

Evil-lyn
No.

SKELETOR glares at her.

EVIL-LYN
Serpinataurs cross the sky and every
dragon in Eternia will rise up to
destroy them.

SKELETOR paces, musing, then spins, so his cape flows out.

Skeletor
And what if there were no dragons.

STINKOR - steps out of a cage, enters scene.

Stinkor
Not to brag, but Dragons really hate
my smell.

FAVOR TRAPJAW - pinches his nose with his bionic hand as he &
the others take a step back from Stinkor. <<BEASTMAN
however, doesn't -- the smell doesn't bother him>>.

Trapjaw
They're not the only ones.

SKELETOR considers, then smiles and heads off.

Skeletor
Yes. Come along, Stinkor. We're
going to take a little ride.

Smash cut to:

EXT. FOREST -DAY

CLOSE ON SKELETOR - cackling...WIDEN TO REVEAL he's racing his blazing Ram Chariot thru the forest -- with STINKOR beside him. SKEL has his HAVOC STAFF emitting a MAGIC BLAST at STINKOR -- which causes VISIBLE SWIRLING STINK AURA to inundate the forest.

EXT. FOREST - cont.

QUICK CUTS: A DRAGON on the ground is drinking from a stream, sniffs something. Looks over and GROWLS at ANOTHER DRAGON, who looks at him and "shrugs" as if to say "wasn't me." We see MAGIC STINK AURA FX entering in the b.g.

A FEW DRAGONS - cruising low over the forest, get hit by the STINK AURA FX. They REACT and ROAR, repulsed by the smell.

BIRD'S EYE VIEW Dragons fly up out the forest -- shaking their heads and SCREECHING, making horrified, repulsed faces.

SKYWAYS - Dragon exodus thruout the land. Dramatic visuals.

EXT. PALACE - SOON

DOWNDRAFTS and DUST BLOWING. Sounds of huge FLAPPING WINGS.

ON MAA'S WORKSHOP DOOR - dust blowing. Downdrafts. MAA runs out, looks up. MEKANЕК follows him out -- his neck shoots up.

DRAMATIC SHOT - DRAGONS crossing the skies.

ORKO zips in and ducks behind MAA - freaked out.

Orko
D-Dragon attack!

MAA observing the Dragons passing dramatically overhead.

Man AT ARMS
No, not an attack. They seem to
be...fleeing.

MAN E ROBOT moves in.

Man e faces <robot>
What-could-it-mean?

ORKO comes out from behind MAA, relieved, delighted:

ORKO
Means it's safe to go thru the
forest again! (freaked out, sotto to
Mek) Remember when my jugglin' balls
turned out to be dragon eggs, and
hatched and starting breathin' fire

and, and --(shudders, "confesses")
I'm scared of dragons.

MEK shudders (remembering his close call) & rubs his neck.

Mekanek
Who isn't?

MAA ponders - watching the Dragons recede into the horizon.
STRATOS urgently contacts him by COMM UNIT.

Stratos (VO)
(urgent) Man-At-Arms...
Serpinataurs...assembling at Snake
Mountain.

ADAM enters -- he has "bed hair" from his nap.

ADAM
I get it. Skeletor gets rid of the
dragons, then attacks with
Serpinataurs.

MaN AT ARMS
(nods thoughtfully) I think you're
right, Adam.

MAN E FACES turns to him.

Man e faces (HUMAN)
Grayskull?

MAA looks OS. ADJUST TO PALACE TOWER, site of Council
Meeting. RACK FOCUS TO MAA - shakes his head, grimly.

MAN AT ARMS
The Council.

END ACT ONE

ACT TWO

EXT. PALACE - later

A ROYAL CONVOY FROM FELIS QADI (pronounced KAH-DEE)- CARNIVUS & two ENVOYS, each riding big, dog-like dinosaurs -- is arriving. ROYAL GUARDS salute as it pulls up at PALACE DOOR.

CAMERA FINDS: TEELA & MAA walking along quickly...TEELA is imploring MAA...even As he GAINS ON a trio of ROYAL GUARDS.

Teela
(urgent)...but if there *is* to be a
Serpinataur attack, we need to
evacuate the palace, or at least
change the location of the Council
Meeting.

Man at arms
Negative on both counts. (to Guards)
Fortify the ramparts.

GUARDS nod and hurry off.

Teela
But...

MAN AT ARMS
The King has guaranteed the Council
Members a secure meeting place.

LONG SHOT - RANDOR comes out of the PALACE and greets
KARNIVUS warmly as he climbs from his coach. RACK FOCUS TO
MAA watching this. STRATOS flies in, lands beside MAA.

MAN AT ARMS
Any change in venue would incite
fear and undermine their confidence
in him.

STRATOS
These Serpinataurs are nasty
creatures, Man At Arms. They fear
nothing, have no natural enemies.
Save one, of course.

MAA nods. ADAM enters, addresses MAA.

Adam
So why can't you *build* a bunch of
dragons.

MAA forming an idea, then hurrying towards his workshop.

Man at arms
Excellent idea.

HOLD ON ADAM - as he looks smugly at TEELA.

EXT. SNAKE MOUNTAIN - same time

SKELETOR, BEASTMAN and EVIL-LYN are outside. We see TWO
SERPINATAURS gathered like crows on the top of a nearby
ridge. ANOTHER SERP flies in and settles on the ridge.

Beastman
Just waitin' for a few more.
Sometimes they get lost.

EVIL-LYN makes a derisive face.

Evil-lyn
Oh, how encouraging.

INT. MAA's ASSEMBLY FACTORY - soon

DRAGONWALKERS are being hurriedly assembled by ROBO WORKERS.

MAA and STRATOS are upon a catwalk watching this as a DRAGON HEAD gets lowered onto a completed chassis.

Stratos
Granted, Serpinataurs have poor eyesight. But the question is, will they mistake these machines for actual dragons?

ORKO comes flying in towards MAA and STRATOS...then sees the DRAGONWALKERS, freaks and passes out.

Orko
Hey, what's going--<seeing them, freaks> D-Dragons! Unnnnhhhh....

MAA arches a wry eyebrow at STRATOS, who smiles and nods.

INT. Council room - DAY

THE COUNCIL starts to convene. About 8 to 10 LEADERS and REPRESENTATIVES from various regions enter & take seats at an oval table. <think: UN Security Council -- Eternia style.> They include: CARNIVUS, the SPELEAN leader LORD DACTYS, the KULATAK ELDER, an ANDREENID ROYAL....>

CLOSE ON RANDOR - he addresses the group.

Randor
Welcome. I hereby call the First Eternian Council to order.

EXT. SNAKE MOUNTAIN - same time

MATCH DISSOLVE TO: CLOSE ON SKELETOR - he smiles and calls:

Skeletor
First wave, attack!

CLOSE ON BEASTMAN - he turns his head, cups hand to mouth & bellows. RACK FOCUS TO SERPINATAURS - we see 8 of them gathered on the cliff --

Beastman
<bellowing beast cry>

3 SERPINATAURS start to fly off. <<PERHAPS these are not as big as Season 1 Serpinataurs.>>

ANGLE UP PAST SKELETOR - DRAMATIC - the 3 SERPINATAURS cross the sky. <Ominous ala the flying monkeys from Wizard of Oz>

EXT. ETERNIA FOREST - SOON

Birds fly out of the jungle clearly spooked <SOUNDS OF ALARMED ANIMALS>._

LOW ANGLE - as various ETERNIAN FOREST ANIMALS flee

Suddenly Serpintaurs (flying low under canopy) burst into scene & fly fast over camera dodging trees as they speed towards the palace. <<Eternian kingdom seen in distance>>

Tracking shot 3/4 down on Serpintaurs.

EXT. CLEARING, FEW MILES FROM THE PALACE - same time

HIGH ANGLE - CLOSE ON MEKANEK - neck extended up. We see the palace in the b.g. a few miles back. REFLECTED in his goggles, the TRIO OF SERPINATAURS approaching.

MekAnek
(calls) They're coming.

ON GROUND - AMID THICK TREES - CLOSE ON MAA'S FACE - he nods.

DRAMATIC - WIDE ON CLEARING - MAA riding atop a DRAGON WALKER - leads 4 Dragon Walkers (Masters ride them: MAA, RAM MAN, MEKANEK, TEELA) out into the clearing.

3 SERPINATAURS - high in the sky, 50 yards away, approaching.

FAVOR MAA - atop his Dragon Walker. The others flank him.

Man at Arms
Engage dragons!

DRAGON WALKERS all rear their heads and let out huge ROARS - fire shooting out of their mouths.

HIGH ANGLE - A SERP looks down, lets out a fierce cry.

UP ANGLE, PAST TEELA atop her Dragon Walker -- SERPS in sky.

TEELA looks around, sees an abandoned Dragon Walker.

Teela
Where's--?

MAN AT ARMS
(cuts in, brisk) -- I asked Adam to
find He-Man.

EXT. CLEARING - cont.

THE 3 SERPS are swooping closer -- SCREECHING.

Teela

They're taking the bait. They think these are dragons.

Man at arms
(calls) On my signal...(pause)
Fire!

WIDE - DRAGON WALKERS let loose with a barrage of BLASTS
(and/or flames from their mouths.)

TWO SERPS swoop down -- the fire roars past them. One
swoops upward in temporary retreat. The 2nd SERP continues
downward...towards Teela.

EXT. NEARBY, THICKET OF TREES - cont.

ADAM darts into thick clump of trees and raises his sword.

Adam/he-man
By the Power of Grayskull.../I Have
the Power!

Adam TRANSFORMS to He-Man!

EXT. CLEARING - cont.

HE-MAN runs several yards holding the Dragon head -- in the
direction of TOWERING ROCK formations.

WIDE - At the last second, He-Man leaps aside and the Serp
crashes into a rock formation.

WIDE ON SCENE - MAA and MEKANEK and RAM MAN firing their
Dragon Blasters at CAMERA.

WIDE ON SCENE - SMOKE CLEARS - revealing no Serps in sight.
TEELA looks up seeing the 3 Serps flying off, as if fleeing.

TEELA
They're retreating.

MEKANEK - his neck shoots up.

MEK POV - sees the Serps alight on cliff, maybe a mile away.
Other SERPS fly in to join them.

MekaneK (OS)
No. Regrouping. And more Serps
joining in...

PAN - MAA - grim -- to RAM MAN looking concerned -- to ORKO
looking spooked, looking around, as if expecting a new
attack. STRATOS flies in, battered but okay.

Ram man
We were barely able to hold off
three of 'em...

MAA - getting an idea, addresses Stratos.

MAN AT ARMS
What would it take to summon the
real dragons back?

STRATOS grunts sardonically.

Stratos
After being spooked the way they
were? (resigned) Nothing short of a
magician.

HE-MAN enters, arches an eyebrow at ORKO -- who realizes
after a beat that that means him.

Orko
(surprised, then scared) Wha-? Me?
N-No way. I'm scared of dragons.

STRATOS gets ready to take off.

STRATOS
Who isn't? Now, come along, Orko.
We've a long trip ahead of us.

STRATOS takes off. ORKO tarries nervously, MAA leans in
sternly.

Man AT ARMS
Go.

ORKO follows after, whining and moaning.

Orko
<nervous moaning whine>

MEKANEK'S neck is up, as he calls out:

Mekanek
We've got company! (neck pivots 360
degrees) Lots.

WIDE ON SKIES - 8 Serps flying towards the clearing from all
points of the compass. RACK FOCUS ON MAA - as he bellows:

Man AT ARMS
Circle formation!

WIDE ON SCENE - DRAGONWALKERS scramble into a circle <Think:

"circling the wagons" against an Indian attack>

HE-MAN takes his place on the perimeter of the circle, sword at the ready....

THE 8 SERPINATAURS come flying in...from every direction...TENSION RISING, as we...

END ACT TWO

Act three

EXT. ROCKY PEAK, OVERLOOKING LUSH VALLEY - soon

STRATOS lands atop a peak. ORKO flies in behind him, stops, hovering, looks around nervously.

Orko
N-No dragons here. Oh well, let's leave.

STRATOS takes a step closer to the edge of the peak and points OS down...into the lush valley.

JAW-DROPPING REVEAL (like 1st time seeing the dinos in Jurassic Park) DOWN ANGLE ON LUSH VALLEY - fantastic tableau of DRAGONS, lots of 'em: feeding, flying, mulling around. GRUNTS, ROARS & SNARLS. A FEW soar low thru the valley.

EXT. LUSH VALLEY - QUICK SHOTS

CUT TO: THREE DRAGONS - feeding on leaves off tall trees - (or CATERPILLAR LIKE BUGS on leaves)

CUT TO: 2 DRAGONS - fighting each other over a scrap of food.

CUT TO: DRAGON #1 - napping - is bumped by another DRAGON as it brushes past. DRAGON #1 lifts his head and roars angrily.

EXT. ROCKY peak - cont.

BACK ON ORKO - looking very nervous as he and Stratos peer down from the peak. STRATOS engages his jets, then swoops down into the lush valley.

Stratos
Come on.

ON ORKO - scared...then gathering his courage & following.

EXT. LUSH VALLEY - cont.

STRATOS lands -- warily -- amid a thicket of Dragons.

A FEW DRAGONS - look up and growl at him. A THIRD DRAGON stomps in from the side and licks its chops. STRATOS makes pacifying gesture with his hands.

Stratos
(cautious, pacifying) Ea-sy now...
I'm not your enemy and I'm
not food. (to self) Hopefully.

DRAGONS - still looking threatening, one of them sniffing. These guys could eat Stratos or snap him like a twig.

Stratos
We've come to show you something.
Orko?

ORKO - terrified, waves his hand...& a MAGIC WINDOW appears. In it, we see an IMAGE OF <<TBD SOMETHING COMICAL...RE-USE FOOTAGE, some previous Orko prank? -- pudding in pilot?>>>

DRAGONS growl. STRATOS looks at ORKO, who shrugs nervously.

ORKO quickly waves his hand again & THE MAGIC WINDOW now shows: *SERPINATAURS flooding the skyways, diving & attacking.*

ON DRAGONS - they REACT...get riled, roar in anger.

STRATOS engages his jets, takes off.

STRATOS
Come on. They'll follow us.

ORKO - nervously/quickly flies after him.

ORKO
Yeah, th-that's what I'm afraid of.

EXT. CLEARING - same time.

CIRCLE OF DRAGONWALKERS - firing blasts...breathing fire. They are singed and some of them have parts broken off. They've been in a fierce battle.

SERPS are like Indians attacking in an old western -- flying circles around the circle of battered Dragonwalkers, whose blasts and fire keep them at bay...barely.

ON DRAGON WALKERS and MASTERS - SHOOTING FLAMES and BLASTERS.

CLOSE ON TEELA - she frowns -- as her Dragon Walker takes a hit. Its flames become sporadic, weaker and "coughing". SFX indicates power is dwindling. Calls to MAA:

TEELA
My dragon can't take much more of
this!

MAA nods, grimly. OTS MAA as he looks off in the direction that Orko & Stratos went. HOLD ON empty horizon.

INT. SNAKE MOUNTAIN - same time

A DOOMSEEKER projected image: the exterior of the Palace Tower where the Council Meeting is being held. PULL BACK TO SKELETOR - looking at the DOOMSEEKER SCREEN...

Skeletor
Peaceful, calm...

SKELETOR angrily spins & BLASTS the DOOMSEEKER with his Havoc Staff. It's instantly incinerated, ashes falling to floor.

EVIL-LYN stands by, smugly addresses BEASTMAN beside her.

Evil-lyn
Your Serpinataurs *should* have
attacked the palace by now.

BEASTMAN shrugs defensively, then looks warily over at Skel.

Beastman
Somethin' musta come up.

SKELETOR - Havoc Staff glowing fiercely, glances down.

BEASTMAN looks where Skel is looking...the remains of the incinerated Doomseeker. REACTS terrified. Starts backing out.

Beastman
<GULP> I'll uh, look into it.

EXT. CLEARING - same time

HE-MAN is spinning a SERPINATAUR, then HURLS it...looks up to see ANOTHER SERP coming at him. HE-MAN raises his sword.

OTHER DRAGON WALKERS - obviously losing power.

Teela
Father, if we don't retreat...

ON MAA - cutting her short, as he continues to fire his damaged Dragon Walker.

Man AT ARMS
No! We retreat, the Serpinataurs
attack the Council. I can't, I won't
let that happen.

ROBOTO comes flying in via SKY SLED & hovers by MAA's dragon.

Roboto
Perhaps I can be of service.

MAA - glances at him, then calls out:

Man at arms
Not now, Roboto. (calls) Continue to
engage!

STILL FIRING - MEKANEK looks concerned. This feels like
Custer's last stand.

EXT. NEARBY RIDGE - cont.

2 SERPS circling around thru the sky, readying another
attack on the Dragon Walkers. Suddenly BEASTMAN comes flying
thru the sky on his Griffin, scowls and calls out:

Beastman
The Palace!

THE 2 SERPS - REACT cowed, exchange a look, then swoop off
high.

EXT. CLEARING - SAME TIME

MASTERS - still blasting away as Serp circle overhead. The D-
Walkers are damaged & battered.

MEKANEK hears something, shoots his neck up.

HIGH ANGLE - MEK sees: the 2 Serps flying thru the sky,
passing them by.

Mekanek
A pair of them, looking to flank us!

MAA sees this, realizes that the Serps are not swooping down.

Man at arms
No. They're heading for the palace!

HE-MAN gets a resolute look, does an athletic mid-air
somersault and lands atop Mekanek's DRAGONWALKER, whihc is
the least damaged of all the D-Walkers.

He-Man

I'm going to need to borrow this.

MEKANEK nods and jumps off.

HE-MAN revs the thing. It makes a wimpy engine sound. In the b.g MAA and TEELA keep firing their D-Walkers.

MAA - as he keeps firing his D-Walker, pushes a button on his mace...ADJUST ANGLE -- a POWER CELL rises up from a compartment in He-Man's D-Walker's "dragon's" head. The power cell is sparking and shorting out.

MAN AT ARMS

The power cell is nearly shot.
Doesn't have the juice to make it
back to the Palace. None of them do.

HE-MAN - gets an idea.

He-man

Roboto. He's got a back up unit.

ROBOTO glides in, a panel opens in his chest...

Roboto

Indeed I do.

ROBOTO pulls out his back-up power cell & heads for He-Man's D-Walker.

HE-MAN uses his sword to lop the power cell off the D-Walker, as Roboto, inserts the new power cell in its place.

HE-MAN'S DRAGONWALKER - rears up like a stallion, growling...

ROBOTO and MAA watch, as HE-MAN crouches low and races off on the turbo-charged Dragon Walker!

Roboto

(calls) Glad to be of service.

Ext. FOREST OUTSIDE ETERNIA KINGDOM - cont.

THE 2 SERPS are flying over the forest, the Palace in sight.

LOW ANGLE - He-MAN racing the Dragon Walker in hot pursuit.

A SERP looks back, sees He-Man. The Serp whumps its tail at a tall tree it's passing -- CRACK! -- knocking it down....

HE-MAN artfully maneuvers his Dragon Walker, just avoiding being crushed by the falling tree! He keeps "galloping."

HIGH ANGLE - both Serps, still flying, turn their heads back

and let loose blasts from their mouths!

ANGLE - THE DOUBLE BLAST hits He-Man and the DragonWalker

head on...BLAST ENERGY filling frame, then dissipating...only a smoking CRATER in its wake!

HIGH ANGLE - THE 2 SERPS keep on flying.

HOLD ON SMOKING CRATER - formed by the blast. A BEAT, then the DragonWalker leaps out - its skin burned off, so it's mecha-looking (think: The Terminator Endo-Skeleton after his skin gets burnt off)...HE-MAN atop it -- some of his garments singed. <ALT: the Serps let loose a blast -- and the Dragon Walker gets its "exo-skin" blown off, yet keeps galloping.>

EXT. CLEARING - same time

ROBOTO watches worriedly. PAN TO MASTERS - on their damaged, battered D-Walkers -- they're continuing to fire halting blasts as SERPS dive at them. RAM MAN sees something OS.

Ram man

Hey...

ANGLE - STRATOS & ORKO are flying in. MAA - firing "halting" blasts with his damaged Dragon Walker sees them -- looks hopeful -- but then seeing no dragons behind them, deflates.

MAN AT ARMS

(to Stratos, deflated) The
Dragons...?

STRATOS turns his head with a smile, looks skyward, as we HEAR SCREECHING and ROARS...

SERPS suddenly look up, to see: 4 DRAGONS come dramatically flying in from over a mountain cliff...mighty wings flapping...SCREECHING and ROARING.

SERPS REACT angrily. SCREECHES! They fly upwards.

THE QUARTET OF DRAGONS - let loose mighty flames.

THE SERPS angrily let loose with their own blasts of energy to counteract the flames.

2 DRAGONS get knocked for a loop. 2 others keep on coming.

MAA looks on, concerned. STRATOS points in another direction.

ANGLE - ANOTHER QUARTET OF DRAGONS start flying dramatically in from another direction -- breathing fire.

SERPS get blasted by fire -- counteract it with mouth blasts -- but then see: MORE DRAGONS flying in -- lots of them.

SERPS realizing they're way outnumbered, REACT with panicked CRIES & fly off in retreat, scatter in all directions.

DRAGONS - roaring & screeching - fly off to pursue the Serps.

ON GROUND - MAA smiles and nods at STRATOS.

INT. COUNCIL ROOM - same time

RANDOR addresses the Council.

Randor
We've covered much ground for our
first meeting. I suggest we adjourn
and reconvene in a--

Suddenly, an IMPACT SOUND - CAMERA SHAKES - something big hitting the tower wall. COUNCIL MEMBERS look around, worriedly. Then, the walls start cracking - CRUNCHING SOUNDS - what's going on?

CARNIVUS rushes to a window. Suddenly - a FIERCE SERPINATUR FACE appears in it -- hideous roaring. <<ala King Kong.>> CARNIVUS reels back in fright.

ON RANDOR - he draws his sword. A FEW COUNCIL MEMBERS look panicked. WALLS CRACK and SPIDER-WEB more. CRUNCHING SOUNDS.

Randor
Everyone! Stand clear of the walls
and windows.

EXT. PALACE PERIMETER - same time

HE-MAN comes racing in to Palace Grounds....and then he sees:

THE 2 SERPS - are coiled around the Palace Tower, like pythons around a coke bottle...constricting it!

ON PALACE - HE-MAN races into the Palace Grounds...

SERPS sense HE-MAN'S PRESENCE -both turn their heads, to see:

HE-MAN perched on the ground on the Dragon Walker. He REARS it up, like a wild stallion. ROAR!

ALL GOES QUIET. SERPS look at He-Man -- slowly start undulating and tensing...about to uncoil and attack him.

HE-MAN - clicks a switch & BLASTERS raise up dramatically. 2
JUMP CUTS, CLOSER...

WIDE- THE SERPS uncoil and swoop at He-Man.

ZOOM ON HE-MAN - he fires -- all the blasters! Dramatic
unleashing of fire power...and Wild energy FX!

WIDE ON 2 SERPS - hit by HUGE BLASTS mid-air. Like eels being
electrified, they coruscate with energy -- fierce CRIES.

INT. PALACE TOWER, COUNCIL MEETING -cont.

COUNCIL MEMBERS REACT to sounds of ENERGY FX from the blasts
outside & SCREECHING SERPINATAURS...RANDOR stands there, his
sword drawn & at the ready. And then...all is suddenly calm.

RANDOR hurries to the window, looks out, sees the SERPS
flying off in retreat. He looks in another direction, sees:

HE-MAN on the ground -- raises his hand in a wave to Randor -
- indicating that everything is all right.

CUT TO: COUNCIL MEMBERS - milling about, the confusion and
relief of the aftermath of an attack still hangs in the air.

RANDOR addresses the Council Members, seems downbeat.

RANDOR
I can't help but feel that I've
failed you. I vowed to provide
security for this Council and--

CARNIVUS - steps forward.

Carnivus
--And provide it you did. He-Man is
an ally and that is good enough for
me.

THE SPELEAN LEADER steps in...KULATAK ELDER - steps in also.

LORD DACTYS
We must not be dissuaded from the
purpose of this council, which is to
stand strong...

Kulatak elder
...together.

OTHER COUNCIL MEMBERS - all walla their approval. RANDOR is
taken aback and moved by this show of support.

COUNCIL MEMBERS
<agreeing WALLAS>

MARLENA steps in, takes RANDOR'S hand & they share a smile.

EXT. PALACE PERIMETER - soon

MASTERS on DRAGON WALKERS - trudging/limping back towards the Palace. ORKO - looking a bit downbeat, flies abreast MAA.

MAN at arms
You should be proud of yourself
Orko. You helped save the kingdom.

ORKO
(kid-like, embarrassed)
I'm still scared of
dragons.

Ram man
(shrugs) Who isn't?

STRATOS comes flying in, abreast Orko.

Stratos
Anyone without a healthy respect for
the fierce power of dragons is a
fool.

ORKO looks a bit brighter, as they GAIN ON HE-MAN, who stands there beside his Dragon Walker -- and smiles at Orko.

He-man
And you may be a jester, Orko, but
you're no fool.

PUSH IN ON ORKO - he looks proud.

Fade out.

MORAL TAG

FADE IN:

EXT. Evergreen forest -DAY

ORKO'S fleeing: there's a big shadow from overhead. TILT UP TO SEE: it's a DRAGON.

ON HE-MAN - perched upon a boulder, sees this, then ADDRESSES CAMERA.

He-man
Orko is scared of dragons. And he's

got good reason to be. Dragons can
dangerous beasts.

A BURST OF FLAME roars down from overhead...and we see a TREE
BURST INTO FLAME. HE-MAN sees this, leaps off the boulder.

He-man (cont'd)
Plus they breathe fire. Fire can be
dangerous.

HE-MAN whooshes his sword mightily -- and the wind vortex it
creates blows out the burning tree.

HE-MAN looks at CAMERA.

He-man (cont'd)
Remember: Never play with matches or
get too close to an open flame.
Until next time...

FADE OUT.